SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addr KOEHLER			2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]		ationship of Reporting Per < all applicable) Director	on(s) to Issuer 10% Owner	
(Last) (First) (Middle) 1700 S. PATTERSON BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2006		Officer (give title below) Senior Vice P	Other (specify below) resident	
(Street) DAYTON (City)	OH (State)	45479 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	03/02/2006		М		10,000	A	\$22.65	137,664.545	D	
Common Stock	03/02/2006		S		10,000	D	\$39.56	127,664.545	D	
Common Stock	03/03/2006		S		30,000	D	\$39.09	97,664.545	D	
Common Stock	03/06/2006		М		10,000	A	\$9. 57	107,664.545	D	
Common Stock	03/06/2006		S		10,000	D	\$39.16	97,664.545	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(-5),,,,,														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$22.65 ⁽¹⁾	03/02/2006		М			10,000	(2)	03/01/2014	Common Stock	20,000 ⁽³⁾	\$0 ⁽⁴⁾	10,000	D	
Employee Stock Option (Right to Buy)	\$9. 57 ⁽⁵⁾	03/06/2006		М			10,000	(6)	03/04/2013	Common Stock	10,000 ⁽⁷⁾	\$0	0	D	

Explanation of Responses:

1. Previously reported price was \$45.30. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, wiht the result that the previously reported price of \$45.30 split to \$22.65.

2. The option vests in 3 equal annual installments beginning on March 1, 2005.

3. Previously reported number of securities was 15,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the 15,000 securities doubled to 30,000 securities, 10,000 of which were exercised on February 13, 2006.

4. The options were granted under the NCR Management Stock Plan.

5. Previously reported price was \$19.13. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.13 split to \$9.57.

6. The option vests in 3 equal annual installments beginning March 4, 2004.

7. Previously reported number of securities was 15,000. On June 7,2004, 5,000 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the 10,000 remaining options increased to 20,000, 10,000 of which were exercised in May 2005, with the remaining 10,000 options being exercised at this time.

<u>Nelson F. Greene, Attorney-in-</u> <u>fact for Michael Koehler</u> 03/06/2006

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.